

21ST CENTURY INSURANCE GROUP  
 Form 4  
 June 30, 2006

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Bascom Lawrence Phillip

2. Issuer Name and Ticker or Trading Symbol  
 21ST CENTURY INSURANCE GROUP [TW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 6301 OWENSMOUTH AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/29/2006

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  10% Owner  
 \_\_\_\_ Other (specify below)  
 Former Sr Vice President CFO

WOODLAND HILLS, CA 91367

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 06/29/2006                           |  | M                              |   | 5,000   | A  | \$ 12.98  |
| Common Stock                    | 06/29/2006                           |  | S                              |   | 5,000   | D  | \$ 14.35  |
| Common Stock                    | 06/29/2006                           |  | M                              |   | 40,000  | A  | \$ 14.27  |
| Common Stock                    | 06/29/2006                           |  | S                              |   | 40,000  | D  | \$ 14.43  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Options (Right to Buy)      | \$ 12.98   | 06/29/2006                           |  | M                              | 5,000   | 11/29/2005 <sup>(1)</sup> 07/05/2006 <sup>(2)</sup>      | Common Stock 5  |
| Employee Stock Options (Right to Buy)      | \$ 14.27   | 06/29/2006                           |  | M                              | 40,000  | 02/16/2006 <sup>(3)</sup> 07/05/2006 <sup>(2)</sup>      | Common Stock 40   |

## Reporting Owners

| Reporting Owner Name / Address | Relationships                    |
|--------------------------------|----------------------------------|
|                                | Director 10% Owner Officer Other |

Bascom Lawrence Phillip  
6301 OWENSMOUTH AVENUE  
WOODLAND HILLS, CA 91367

Former Sr Vice President CFO

## Signatures

Michael J. Cassanego with Power of Attorney for Lawrence P. Bascom

06/30/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These options vest over a 3-year period with first vesting 11/29/2005. The remainder of this grant vested upon Mr. Bascom's departure from the Company on April 7, 2006.

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- (2) This option grant expires 90 days after Mr. Bascom's departure from the Company.
- (3) These options vest over a 3-year period with first vesting 2/16/2006. The remainder of this grant vested upon Mr. Bascom's departure from the Company on April 7, 2006

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.